

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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BALCHEM CORP.,

PLAINTIFF,

-AGAINST-

14 CIV. 9219 (CS)

CHARLES A. NICOLAIS,

DEFENDANT.

**JOINT STIPULATION OF
DISMISSAL WITH PREJUDICE**

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CHARLES A. NICOLAIS,

PLAINTIFF,

-AGAINST-

15 CIV. 8404 (CS) (consolidated)

BALCHEM CORP.,

DEFENDANT.

-----X

Subject to the terms and conditions of the settlement agreement dated February 22, 2016, entered by and between Balchem Corporation and Charles A. Nicolais, the parties in the above-entitled consolidated action, pursuant to Fed. R Civ. P. 41(a)(1)(ii), hereby stipulate that all claims and counterclaims shall be dismissed, with prejudice, without interest or costs, with each side bearing its or his own attorney's fees and waiving any and all rights to appeal.

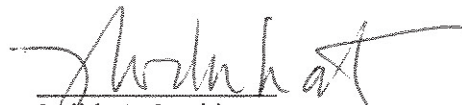
Dated: February 23, 2016

Balchem Corporation,
By its attorneys,

Charles A. Nicolais,
By his attorneys,

/s/ Eve I. Klein

Eve I. Klein
Duane Morris LLP
1540 Broadway
New York, NY 10036-4086
Tel: 212 692 1065
Fax: 212 202 7559
Email: EIKlein@duanemorris.com



Judith A. Lockhart
Carter Ledyard & Milburn LLP
2 Wall Street
New York, NY 10005
Tel: 212-238-8603
Fax: 21-732-3232
E-mail: lockhart@clm.com

Michael R. Gottfried (BBO # 542156)
Robert C. Zaffrann (BBO# 638183)
DUANE MORRIS LLP
100 High Street, Suite 2400
Boston, MA 02110
Tel: 857-488-4200
Fax: 857-488-4201
mrgottfried@duanemorris.com
rzaffrann@duanemorris.com

John E. Petite
GREENSFELDER, HEMKER & GALE, P.C.
10 South Broadway, Suite 2000
St. Louis, MO 63102
Tel: 314-516-2698
Fax: 314-345-4792
Email: jep@greensfelder.com

Attorneys for Charles A. Nicolais

Attorneys for Balchem Corporation

CERTIFICATE OF SERVICE

I hereby certify that on the 25th day of February, 2016, a copy of the foregoing was served by operation of the Court's Notice of Electronic on the following:

John E. Petite
Greensfelder and Hemker, PC
10 South Broadway, Suite 2000
St. Louis, MO 63102

Judith Ann Lockhart
Carter Ledyard & Milburn LLP
2 Wall Street
New York, NY 10005

Leonardo Trivigno
Carter Ledyard & Milburn LLP
2 Wall Street
New York, NY 10005

/s/ Eve I. Klein